



Pillsbury
Winthrop
Shaw
Pittman LLP

DO NOT FILE COPY ORIGINAL

2300 N Street, N.W.
Washington, D.C. 20037-1128

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www.pillsburylaw.com

WC 05-252
RECEIPT COPY

FCC/MELLON JUL 22 2005

July 22, 2005

VIA MELLON BANK

Glenn S. Richards
202.663.8215
glenn.richards@pillsburylaw.com

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Dear Ms. Dortch:

On behalf of our client, Mobilepro Corp. ("Mobilepro"), we hereby submit an original and six (6) copies of the Joint Application of Mobilepro and American Fiber Network, Inc. ("AFN") to transfer control of AFN, an authorized provider of domestic and international telecommunications services, to Mobilepro. We also submit a check in the amount of \$895.00 to cover the filing fee for the domestic component of the Joint Application, as well as an FCC Form 159 Remittance Advice. Pursuant to the Commission's Rules and advice from Commission staff, Mobilepro has separately filed an electronic copy of this application with the International Bureau, along with a separate filing fee for the international component of the Joint Application. See FCC File No. ITC-T/C-20050715-00266.

Please date-stamp the "Receipt" copy of this filing and return it in the enclosed self-addressed, stamped envelope. Please contact the undersigned if you have any questions or concerns.

Sincerely,

Glenn S. Richards
Counsel for Mobilepro Corp.

Enclosures
542257-0000001



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Please date-stamp the "Receipt" copy of this filing and return it in the enclosed self-addressed, stamped envelope. Please contact the undersigned if you have any questions or concerns.

Sincerely,

Glenn S. Richards
Counsel for Mobilepro Corp.

Enclosures
542257-0000001

In the Matter of the Joint Application of

Transferee,

and

Transferor.

**Notice of and Request For Grant of Authority
Pursuant to Section 214 of the Communications
Act of 1934, as amended, and Sections 63.04
and 63.24 of the Commission's Rules to
Complete a *Transfer of Control of an Authorized
Domestic and International Section 214 Carrier***

File No. ITC-ASG-2005

WC Docket No. 05-

I. INTRODUCTION

Mobilepro Corp. ("Mobilepro") and American Fiber Network, Inc. ("AFN," collectively with Mobilepro, "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. §214, and Sections 63.04 and 63.24 of the Federal Communications Commission's ("Commission's") Rules, 47 C.F.R. §§63.04, 63.24, respectfully request authority to transfer control of AFN to Mobilepro. Mobilepro has entered into an agreement with AFN through which AFN will merge with and into AFN Acquisition Corp., a newly created, wholly-owned subsidiary of Mobilepro. Simultaneously, AFN Acquisition Corp. will change its name to American Fiber Network, Inc., which will be the

surviving corporation. As a result of these transactions, AFN will become a wholly-owned subsidiary of Mobilepro.

B. Request for Expedited Consideration

As set forth below, Mobilepro and AFN have significant financial resources and substantial experience in owning and operating regulated telecommunications providers. As a result, the proposed transactions are structured to ensure that existing AFN customers will continue to enjoy uninterrupted service. In light of the substantial benefits that the Applicants expect from the proposed transactions, Applicants seek expedited approval to allow Applicants to complete the proposed transactions as soon as possible.

C. Application Eligible for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§63.03, 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign

carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. §63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF APPLICANTS

A. Mobilepro Corp.

Mobilepro Corp. ("Mobilepro") is a Delaware corporation with offices located at 6701 Democracy Boulevard, Suite 300, Bethesda, Maryland 20817. Mobilepro is a widely-held publically-traded corporation that offers telecommunications services through three wholly-owned subsidiaries. CloseCall America, Inc. ("CloseCall") provides resold local and interexchange telecommunications services in approximately nine states. Affinity Telecom, Inc. ("Affinity") also provides local and interexchange telecommunications services in Michigan and Ohio. Davel Communications, Inc. provides payphone services in 45 states. A fuller description of Mobilepro's current operations is attached as Exhibit A.

Mobilepro is financially, managerially, and technically qualified to acquire AFN. Mobilepro's management team is run by Jay. O Wright, President and Chief Executive Officer. Mr. Wright is an experienced telecommunications entrepreneur who manages the overall strategic direction of Mobilepro. In particular, Mr. Wright has extensive experience in financial management and mergers and acquisitions. Mr Wright's full biography, along with those of the other members of Mobilepro's management team, is attached as Exhibit B.

B. American Fiber Network, Inc.

American Fiber Network, Inc. ("AFN") is a Delaware corporation with offices located at 9401 Indian Creek Pkwy., Suite 140, Overland Park, Kansas 66210. AFN is wholly-owned by Douglas Bethell. AFN provides resold and facilities-based local exchange service, resold

and facilities-based long distance operator services, voicemail and other standard voice features, and DS1 services. AFN holds blanket domestic authority to provide interstate service. AFN also holds authority to provide international telecommunications services. See File No. ITC-214-19990908-00561 (Sep. 15, 1999). A fuller description of AFN's operations is attached as Exhibit A.

III. DESCRIPTION OF THE TRANSACTIONS *(Answer to Question 13)*

Applicants propose to complete a transaction through which AFN will become a direct, wholly owned subsidiary of Mobilepro. In particular, Mobilepro and AFN have entered into an agreement dated as of June 30, 2005. Under the terms of the agreement, AFN will be merged with and into AFN Acquisition Corporation ("AFNAC"), a newly created, wholly-owned subsidiary of Mobilepro. AFNAC will then change its name to American Fiber Network, Inc., which will survive the merger as a direct subsidiary of Mobilepro. Douglas Bethell, who currently owns 100% of the equity of AFN, will receive a combination of cash and Mobilepro stock. Mr. Bethell will continue to run the day-to-day operations of AFN. Following the proposed transactions, AFN's customers will continue to receive services under the same rates, terms and conditions as those services are currently provided to them. Applicants therefore expect that the proposed transactions will be transparent to AFN's customers.

A chart illustrating what the merged entities will look like is attached as Exhibit C.

IV. PUBLIC INTEREST STATEMENT

The proposed transaction described above serves the public interest in promoting competition among telecommunications providers. In particular, the proposed transaction will combine the strengths of Mobilepro and AFN, which should allow the combined companies to compete more effectively against larger carriers that have substantial resources and can offer a wide range of facilities-based service offerings.

The operations of Applicants are highly complementary. Mobilepro, through its subsidiaries CloseCall and Affinity, offers local, intrastate, and interstate long distance services in nine states. Mobilepro also has deep experience and expertise in the provision of payphone services and Internet services. AFN has a substantially wider coverage area for local and long distances services, and extensive experience in providing regulated services to commercial and residential customers. Applicants believe the proposed transaction will enhance the ability of the entities to expand their respective operations both in terms of service area coverage and through the ability of each entity to offer customers an expanded line of products and services. In addition, Applicants expect that the proposed transaction will yield substantial operational and financial benefits to the combined companies.

Given the increasingly competitive nature of the telecommunications market, Applicants are seeking to complete the proposed transactions as soon as possible to ensure that customers can obtain rapidly the benefits of the proposed transactions. Accordingly, Applicants respectfully request that the Commission process, consider, and approve this Application as expeditiously as possible.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in paragraphs (a) through (d), (o) and (p) of Section 63.18, for the transferor AFN and transferee Mobilepro, and also submit the information requested in paragraphs (h) through (n) of Section 63.18 for Mobilepro:

63.18 (a) Name, address and telephone number of each Applicant:

Transferee:

Mobilepro Corp.
6701 Democracy Blvd, Suite 300
Bethesda, MD 20817
(316) 265-6885

Transferor:

American Fiber Network, Inc.
9401 Indian Creek Pkwy., Suite 140
Overland Park, KS 66210
(214) 221-0089

63.18 (b) Jurisdiction of Organizations:

Transferee:

Mobilepro is a corporation organized under the laws of the State of Delaware.

Transferor:

AFN is a corporation organized under the laws of the State of Delaware

**63.18 (c) Correspondence concerning this Application should be sent to
(Answer to Question 10):**

Glenn S. Richards
PILLSBURY WINTHROP SHAW PITTMAN LLP
2300 N Street, N.W.
Washington, D.C. 20037

(202) 663-8215 (phone)
(202) 663-8007 (fax)
glenn.Richards@pillsburylaw.com

With copies to:

Robert E. Heath, Executive Vice President
American Fiber Network, Inc.
9401 Indian Creek Pkwy., Suite 140
Overland Park, KS 66210
(214) 221-0089 (phone)
(913) 661-0538 (fax)
rob.heath@afnlt.com

63.18 (d) *(Answer to Question 10):*

AFN holds blanket domestic authority to provide interstate service. AFN also holds authority to provide international telecommunications services. *See* File No. ITC-214-19990908-00561 (Sep. 15, 1999).

63.18 (h) *(Answer to Question 11)*

- 1) Following the completion of the proposed transactions, the following entity will own or control 10% or more of **American Fiber Network, Inc.:**

Name:	Mobilepro Corp.
Address:	6701 Democracy Blvd, Suite 300 Bethesda, MD 20817
Citizenship:	U.S.
Principal Business:	Telecommunications and IP Services Provider
% Equity:	100%

- 2) Following the completion of the proposed transactions, no entity will own or control 10% or more of **Mobilepro Corp.**, which is a widely-held publically-traded corporation.

(Answer to Question 12) The Applicants do not share any officers or directors with any foreign carriers.

- 63.18 (i) *(Answer to Question 14)*** Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

- 63.18 (j) *(Answer to Question 15)*** Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or

- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of Mobilepro or AFN, or that controls Mobilepro or AFN, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) that own, in the aggregate, more than 25 percent of Mobilepro or AFN and that are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

63.18 (k) Not applicable.

63.18 (l) Not applicable.

63.18 (m) Not applicable.

63.18 (n) Mobilepro and AFN certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

63.18 (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§1.2001-1.2003.

63.18 (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. §63.12(c), applies.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. §63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

(a)(6) A description of the proposed transactions is set forth in **Section III** above.

(a)(7) See Exhibit B.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act - "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.
- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. §63.04(b)). No other applications are being filed with the Commission with respect to these proposed transactions.
- (a)(10) Prompt completion of the proposed transactions is critical to ensure that Applicants can obtain the benefits described in the foregoing Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transactions as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the Application will serve the public interest, convenience and necessity is provided in Section IV above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants therefore respectfully request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed Transactions as soon as possible.

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,



Robert E. Heath, Executive Vice President
American Fiber Network, Inc.
9401 Indian Creek Pkwy., Suite 140
Overland Park, KS 66210
(214) 221-0089 (phone)
(913) 661-0538 (fax)
rob.heath@afnltd.com

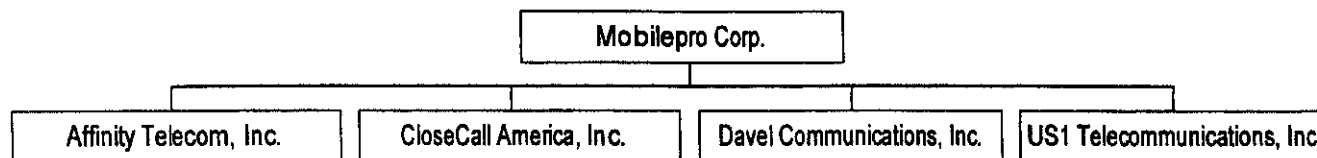
Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037
202-663-8215 (Tel)
202-663-8212 (Fax)
glenn.richards@pillsburylaw.com

Counsel for Mobilepro Corp.

Dated: July 22, 2005

EXHIBIT A
Applicants' Current Operations

Pre-Merger Mobilepro Corp. Operations



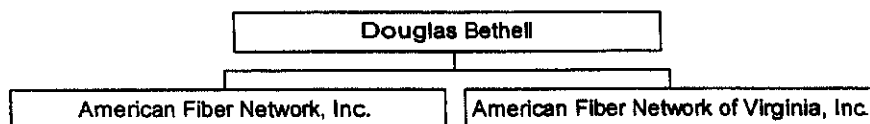
Mobilepro Corp. ("Mobilepro") is a widely-held publically-traded Delaware corporation. Mobilepro does not itself offer any telecommunications services.

Mobilepro's wholly-owned subsidiary, **CloseCall America, Inc.** ("CloseCall"), is authorized to provide competitive local exchange services in Delaware, Florida, Illinois, Indiana, Maryland, Michigan, Ohio, Pennsylvania, and Wisconsin. CloseCall is also authorized as an interexchange carrier in Florida, Illinois, Indiana, Maryland, Michigan, Ohio, Pennsylvania, and Wisconsin.

Mobilepro's wholly-owned subsidiary, **Affinity Telecom, Inc.** ("Affinity"), is authorized to provide competitive local exchange services in Michigan and Ohio. Affinity is also authorized as an interexchange carrier in Michigan and Ohio.

Mobilepro's wholly-owned subsidiary, **Davel Communications, Inc.** ("Davel"), provides payphone services in 45 states, including: Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming.

Pre-Merger American Fiber Network, Inc. Operations



American Fiber Network, Inc. ("AFN") is wholly-owned by Douglas Bethell. AFN is authorized to provide competitive local exchange services and interexchange services in Alabama, California, Colorado, Connecticut, the District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nevada, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Texas, Utah, Washington, and Wisconsin. AFN is also authorized to provide interexchange services in Arizona, New Jersey, and Wyoming. AFN has applications to provide competitive local exchange services pending in Kentucky and Tennessee.

American Fiber Network of Virginia, Inc. is also wholly-owned by Douglas Bethell, and is authorized to provide local exchange services and interexchange services in Virginia.

EXHIBIT B

Mobilepro Management Team

Background Information

Jay O. Wright. Jay O. Wright has served as our President and Chief Executive Officer since December 2003 and as a Director since August 2004. From October 2001 to December 2003, Mr. Wright served as President of Bayberry Capital, Inc., a Maryland based financial consulting firm. During that time, he also served from August 2002 and May 2003 as Chief Financial Officer for Technical and Management Services Corporation where he negotiated the sale of that company to Engineered Support Systems, Inc. Between December 1999 and September 2001 Mr. Wright served as Chief Financial Officer of Speedcom Wireless Corporation, a wireless software technology company, where he helped take that company public via a "reverse merger" and subsequently obtain a NASDAQ SmallCap listing. From January 1999 to November 1999, Mr. Wright served as Senior Vice President of FinanceMatrix.com, a Hamilton, Bermuda based company focused on developing a proprietary financial software architecture to provide tax-efficient financing to sub-investment grade companies. Between May 1997 and January 1999 Mr. Wright served as an investment banker with Merrill Lynch. Prior to that he was a mergers and acquisitions attorney with Skadden, Arps, Slate, Meagher and Flom, LLP in New York and Foley & Lardner in Chicago. Mr. Wright received his Bachelor's degree in Business from Georgetown University (summa cum laude) and a JD degree from the University of Chicago Law School.

Kurt Gordon. Kurt Gordon has served as our Chief Financial Officer since March 2004. Between November 2003 and February 2004, he served as a consultant to us. He has over 14 years of experience in finance and operations with special focus on growing entrepreneurial environments. Between April 2000 and September 2003, Mr. Gordon was Chief Financial officer of TARGUS Information Corporation, which pioneered the development of real time intelligence providing businesses access to information about businesses and consumers who contact them by telephone, Internet and wireless devices. Gordon was a key contributor during the largest revenue and employee growth phase of that company's history. Between March 1997 and April 2000, Mr. Gordon served in several capacities including Director of Finance for KSI Services Incorporated, a real estate acquisition and development corporation. Mr. Gordon also serves on the board of directors of Greenworks Corporation, an OTC Bulletin-Board listed company. Earlier in his career, Mr. Gordon served as a public accountant and consultant in the Entrepreneurial Services group of Ernst & Young.

Geoffrey B. Amend. Geoff B. Amend has served as our General Counsel since November 2004. Prior to joining Mobilepro, Mr. Amend was in private practice specializing in telecommunications, Internet, and systems integration since 1999. He has served as general counsel to NexGen Telecommunication, Inc., DiscoveryTel, Inc., and Direct Partner Telecom, Inc. All of these companies are engaged in providing facilities-based voice over Internet protocol (VoIP) telecommunications services to the international and/or domestic marketplace. Previously, Mr. Amend practiced corporate and securities law with Klenda, Mitchell, Austerman & Zuercher, L.L.C. in Wichita, Kansas. He received his

bachelor' s degree in political science and sociology from Regis University and a J.D. degree (with honors) from Washburn University.

Jack W. Beech. Jack Beech has served as the President of our subsidiary DFW Internet Services, Inc. since its acquisition by Mobilepro in January 2004 and as a Director since August 2004. Mr. Beech founded DFW Internet Services, Inc. in 1993 and served as its President and Chief Executive Officer until its sale to Mobilepro in January 2004. While serving as President and Chief Executive Officer of DFW, Mr. Beech has taught seminars, given presentations at conventions and appeared as a guest lecturer in colleges and events within the state of Texas to discuss his experiences and knowledge of the Internet services industry.

Tom Mazerski. Tom Mazerski has served as the Chief Executive Officer of our subsidiary CloseCall America, Inc. since its acquisition by Mobilepro in October 2004. Tom Mazerski co-founded CloseCall America as President & CEO in March 1999. Previously Mr. Mazerski was employed by Verizon from 1979 through 1999. While employed he served in several key jobs at Verizon including Consumer Marketing, Merger Integration, Carrier interconnection, and as an expert witness in the areas of costs and economics.

Tammy L. Martin. Tammy Martin was promoted to serve as the President and Chief Executive Officer of our subsidiary Davel Communications, Inc. in May 2005. Prior to that appointment, Ms. Martin served as the Chief Administrative Officer of the Company since February 2005 and General Counsel of the Company since September 2002. Ms. Martin also served as Secretary of Davel Communications from June 2003 until our acquisition of Davel in November 2004. Prior to joining Davel, Ms. Martin served as General Counsel of AmericanGreetings.com, Inc. since December 2000. From March 2000 to June 2000 she was Chief Financial Officer and General Counsel for Portalvision, Inc. For seven years prior thereto, Ms. Martin held several senior management positions with PhoneTel Technologies, Inc., including Chief Administrative Officer, General Counsel and Secretary. Ms. Martin received her Bachelor' s degree in Business Administration with a concentration in accounting and finance from Baldwin Wallace College and a JD degree from Cleveland Marshall College of Law.

Bruce Sanguinetti. Bruce Sanguinetti has served as the President and Chief Executive Officer of our subsidiary NeoReach, Inc. since January 1, 2005. Mr. Sanguinetti has over 25 years of experience in the wireless, computer and technology fields, with the last 15 years of his career focused on the development and marketing of wireless communications devices. Immediately prior to agreeing join NeoReach, Mr. Sanguinetti had been working as an independent consultant between August 2004 and December 2004. Between November 2001 and August 2004, Mr. Sanguinetti served as President and Chief Executive Officer of Bermal Inc., a developer of next-generation semiconductor chips under the

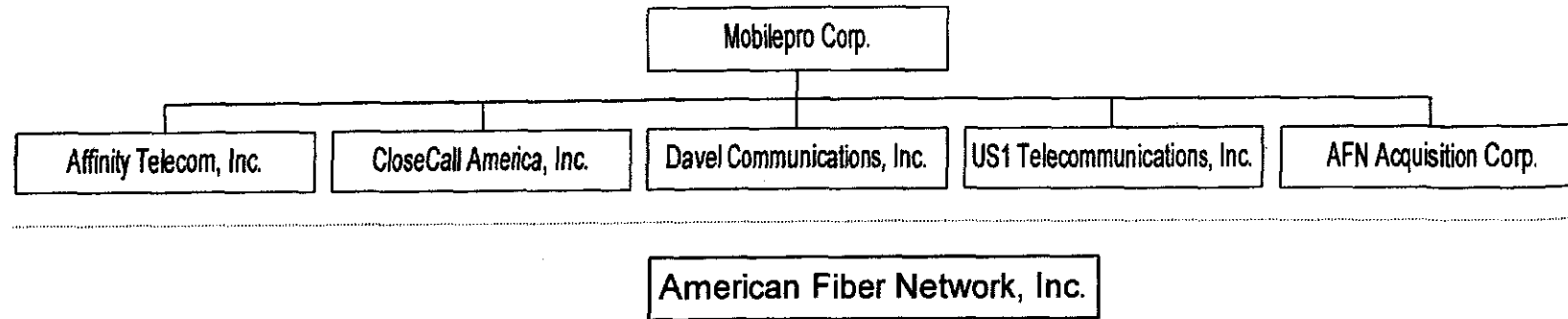
" Wi-Fi" standard. Prior to joining Bermar, Mr. Sanguinetti served from September 2000 to September 2001 as President of Speedcom Wireless Corporation, a wireless software technology company. From October 1999 until September 2000, Mr. Sanguinetti served as a Director of Speedcom and Evitek.

John Dumbleton. John Dumbleton has served as Executive Vice President of Sales and Business Development for Mobilepro since January 2005. He has over 13 years of experience in the telecommunications industry, with the last seven years of his career immediately preceding his service with Mobilepro, spent at Allegiance Telecom, where he was Senior Vice President of Wholesale Services and Indirect Channels. Prior to joining Allegiance, Mr. Dumbleton had worked for approximately seven years at MCI. Mr. Dumbleton received his bachelor' s degree in engineering and his M.B.A. from Virginia Polytechnic Institute and State University.

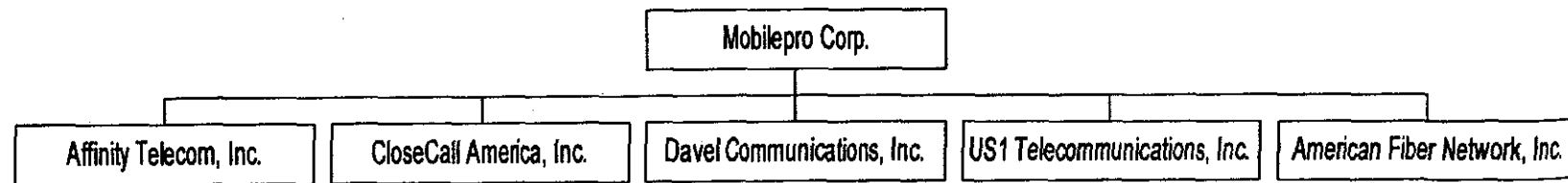
EXHIBIT C

Pre- and Post-Merger Organizational Charts

Pre-Merger Organizational Structure

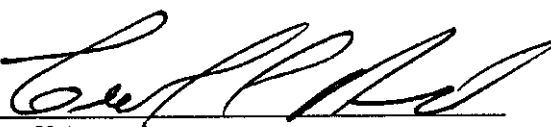


Post-Merger Organizational Structure



VERIFICATION

I, Geoff Amend, being duly sworn according to law, depose and say that I am the General Counsel of Mobilepro Corp. ("Mobilepro"); that I am authorized to and do make this Verification for it; that the facts set forth in the above Application are true and correct to the best of my knowledge, information and belief, and that I expect Mobilepro to be able to prove the same at any hearing hereof; and that Mobilepro understands that, if the contents of the Application are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the Application has been properly granted.

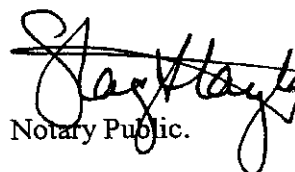

Geoff Amend

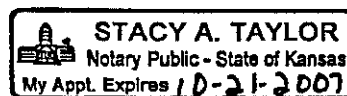
STATE OF Kansas
COUNTY OF Sedgewick

)
)
)
SS.

SUBSCRIBED AND SWORN to me this 6th day of July, 2005.

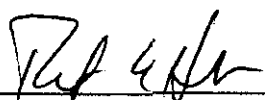
Witness my hand and official seal.


Notary Public.



VERIFICATION

I, Robert E. Heath, being duly sworn according to law, depose and say that I am the Executive Vice President of American Fiber Network, Inc. ("AFN"); that I am authorized to and do make this Verification for it; that the facts set forth in the above Application are true and correct to the best of my knowledge, information and belief, and that I expect AFN to be able to prove the same at any hearing hereof; and that AFN understands that, if the contents of the Application are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the Application has been properly granted.



Robert E. Heath

STATE OF Texas

COUNTY OF Dallas

)
) SS.
)

SUBSCRIBED AND SWORN to me this 29 day of June, 200^{SD}~~45~~

Witness my hand and official seal.


Notary Public.



READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCKBOX #

358115

SPECIAL USE ONLY

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)

Pillsbury Winthrop Shaw Pittman LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

\$895.00

(4) STREET ADDRESS LINE NO. 1

c/o Glenn S. Richards

(5) STREET ADDRESS LINE NO. 2

2300 N Street, N.W.

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20037

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 663-8000

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN)

0013208848

(12) FCC USE ONLY

IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME

Mobilepro Corp.

(14) STREET ADDRESS LINE NO. 1

309 S. Laura

(15) STREET ADDRESS LINE NO. 2

Suite 210

(16) CITY

Wichita

(17) STATE

KS

(18) ZIP CODE

67211

(19) DAYTIME TELEPHONE NUMBER (include area code)

(316) 265-6885

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

CUT

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

\$895.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23b) CALL SIGN/OTHER ID

(24b) PAYMENT TYPE CODE

(25b) QUANTITY

(26b) FEE DUE FOR (PTC)

(27b) TOTAL FEE

FCC USE ONLY

(28b) FCC CODE 1

(29b) FCC CODE 2

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT

I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE _____

DATE _____

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____

ACCOUNT NUMBER _____

EXPIRATION DATE _____

I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.

SIGNATURE _____

DATE _____

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)